

**RULES**  
OF THE  
**DUNEDIN COUNCIL OF SOCIAL SERVICES (INC)**

**1. NAME**

The name of the Society shall be "**Dunedin Council of Social Services**"

Herein-after referred to as the Council.

**2. DESCRIPTION**

The Council is a network of independent groups, organisations and individuals with a commitment to enhancing the wellbeing of their communities. These communities may be geographically based or communities of interest.

**3. PRINCIPLES**

- 3.1 Community wellbeing requires social justice, equality, inclusion and mutual respect for all in the community.
- 3.2 Social, economic, cultural and environmental wellbeing are all interconnected. No one aspect can be addressed without taking account of the others.
- 3.3 Community wellbeing requires people to act together to influence the social, economic, cultural and environmental issues that affect them.

**4. TREATY COMMITMENT**

The Council is committed to giving effect to Te Tiriti o Waitangi/The Treaty of Waitangi.

**5. OBJECTS**

The objects of the Council shall be to foster community wellbeing by

- 5.1 Seeking support for its PRINCIPLES and encouraging community action.
- 5.2 Assisting community understanding of the role the sector plays in enhancing community wellbeing and encouraging the community's support.
- 5.3 Providing information and support to community organisations in the Greater Dunedin area and the organisations that work with them.
- 5.4 Initiating projects to enhance sector capacity, e.g. planning, education and training.
- 5.5 Facilitating opportunities for the exchange of ideas and information amongst community organisations and groups and organisations that work with them.
- 5.6 Making such representations to central or local government or other organisations as may be required to promote community wellbeing.
- 5.7 Participating in such other areas relevant to the objects as the Board may in its discretion deem appropriate, e.g. undertaking fee for service activity.

## **6. MEMBERSHIP**

- 6.1 Membership of the Council is open to all organisations, individuals and community groups that subscribe to the values of the Council.
- 6.2 The Board of the Council may receive applications for membership which it shall accept or decline within three months of the date of receipt of the application.
- 6.3 The Board in considering the application shall satisfy itself that the applicant's rules and objects are consistent with those of the Council.
- 6.4 The applicant will be given an opportunity to appear before the Board and make submissions in support of its application. The Board will consider and then advise the applicant in writing of the Board's decision.
- 6.5 An organisation shall cease to be a member of the Council if:
  - 6.5.1 Upon the recommendation of the Board, a two thirds majority of the voting members present at a general meeting of the Council can decide that a member's membership should cease. The member concerned must then receive written notice of the expulsion.
  - 6.5.2 A member organisation shall be wound up or go into recess.
  - 6.5.3 Upon a member tendering a resignation in writing.
- 6.6 At any General Meeting of the Council any person who has made an outstanding contribution to the work of the Council or to the social wellbeing of Dunedin may be elected to honorary life membership. Honorary life members have the same obligations and receive the same benefits as full members but are not eligible to stand for office or vote at a General Meeting.
  - 6.6.1 Only financial members can nominate a person for life membership. Such nomination must be in writing to the Secretary no less than 42 days prior to the General Meeting and must include a description of the contribution the nominated person has made.
  - 6.6.2 The Board shall consider each nominee and not less than 30 clear days before the date of the next General Meeting, notify each member of those nominees it approves for consideration by the Annual General Meeting.
  - 6.6.3 The Board itself may nominate any such person as aforesaid for honorary life membership and in such case shall notify each member of such nomination in accordance with 6.6.2 above.
  - 6.6.4 No person shall be deemed to be elected to honorary life membership unless the resolution in favour of his or her election is passed by at least two thirds of the total number of votes entitled to be exercised.
- 6.7 The Secretary shall maintain at the registered office of the Council a register of members which shall consist of the full name and contact details of every member.

## **7. BOARD**

- 7.1 The Council shall be governed by the Board which shall, subject to these Rules and any amendments thereto, or any direction given it by the Council at any general meeting, be free to determine its own management and procedures.
- 7.2 The Board shall comprise of no less than 5 and not more than eight elected members and up to two members co-opted to provide specific skills or representation. There will also be a representative from the Dunedin City Council appointed to the board by the Mayor. The DCC representative will also have voting rights
- 7.3. Board members will retire after a two-year term, but will be eligible for re-election at the same and subsequent Annual General Meetings. Newly elected Board members will take office immediately upon their election.
- 7.4 Only Council members may nominate candidates, in writing, to be received by the Secretary no less than seven clear days in advance of the Annual General Meeting. The nomination shall contain the full name and address of the nominee which shall be signed by the proposer, and consented to in writing by the nominee.
- 7.5 Four members of the Board shall constitute a quorum. Should any member of the Board be absent without leave from three consecutive meetings, they shall forfeit and vacate their office and the Board may appoint a person to fill the vacancy until the next annual meeting.
- 7.6 The Board will strive to seek consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands.
- 7.6.1 If the voting is tied, the Chairperson will have a second and casting vote.
- 7.6.2 The Chairperson, Deputy Chairperson or the Chairperson's nominee will chair each meeting.
- 7.7 At the first meeting of the Board following an Annual General Meeting the Board shall appoint its own chairperson, deputy chairperson, secretary and treasurer.
- 7.8 The Annual General Meeting shall appoint an honorary solicitor and an independent, qualified registered accountant. The Accountant is to oversee and report on the financials with a profit and loss report. Both Solicitor and Accountant, subject to their consent, shall hold office until the next Annual General Meeting.

## **8. MEETINGS**

- 8.1 The Annual General Meeting of the Council shall be held within three months of the end of the financial year.
- 8.1.1 Without limiting other business, the following business shall be transacted at the Annual General Meeting:
- Consideration of the annual report.
  - Consideration of the statement of accounts of the Council and the Report from the Appointed Accountant.

- The election of members to the Board.
  - Consideration of any resolution submitted by any member of the Council notice of which has been given in writing to the Secretary not less than 30 clear days before the date of the meeting.
  - Consideration of any Board recommendations.
- 8.1.2 Notice of the Annual General Meeting shall be provided in writing to all members not less than 28 clear days prior to the proposed date of an Annual General Meeting.
- 8.1.3 Any recommendation or resolution shall also be advised in writing to the members not less than 28 clear days prior to an Annual General Meeting.
- 8.2 The Board may call a Special General Meeting of the Council upon giving thirty days' notice to each member of the date; place and the purpose of such a meeting, the subject matter specified in such notice shall alone be dealt with. The Board in like manner shall call a Special General Meeting of the Council upon the written requisition of at least ten members of the Council with the same procedure.
- 8.3 The quorum of all General Meetings of the Council shall be fifteen voting members.
- 8.4 The resolution at any General Meeting of the Council shall be carried by a majority of members present and entitled to vote. Voting shall be by way of a show of hands unless any member demands a ballot in which event each member shall be entitled to vote as provided in Rule 8.5 hereof.
- 8.5 Only financial members of the Council shall be entitled to vote at General Meetings of the Council. The member may vote through one of its officers or through a person delegated in writing to vote on behalf of the member. Every member of the Council is entitled to speak at General Meetings.
- 8.6 The Chairperson or Deputy Chairperson shall preside at all meetings of the Council. In the event of both being unable to so preside then a Board member, nominated by the Board shall act as Chairperson of the meeting.

## **9. MINUTES**

The Secretary shall ensure the Minutes of all meetings of the Council and of the Board and of any sub-committees thereof be kept and entered in books kept for that purpose. Those Minutes shall record the names of members present and of all resolutions and proceedings of the meetings. The Minutes signed by the Chairperson of the meeting or the Chairperson of the next succeeding meeting shall be conclusive evidence of the matters stated therein. The Minutes of any such meeting shall be open to inspection by any member of the Council.

## **10. ANNUAL SUBSCRIPTIONS**

The annual subscription shall be determined by the Council in general meeting and shall be payable within one month of the date of the Annual General Meeting provided that in respect of any member who shall be admitted during the course of the year, the subscription shall be payable upon the Board confirming such member's acceptance.

## **11. FINANCIAL ARRANGEMENTS**

- 11.1 The financial year is from July 1st to June 30th in the following year.
- 11.2 The Board may fix procedures for transactions .e.g. the handling of money. Such procedures are binding on everyone acting on behalf of the Council.
- 11.3 All Council cheques or electronic bank transactions are to be authorized / signed by a minimum of two so authorised members of the Board. There shall be no more than 4 authorised signatories at any one time. No cheques or electronic transactions shall be authorized or signed in advance of payment being made.
- 11.4 Any investment or borrowing of funds must be authorised by the Board.
  - 11.4.1 All monies received by the Council shall be paid to the credit of the Council at such bank as the Board shall appoint. The Board shall endeavour to appoint a bank that has ethical policies and practices in relation to investment, employment, and social and environmental impact.
- 11.5 The books and accounts of the Council shall be the subject of an assurance report to be carried out annually by the Accountant appointed by the Council.
- 11.6. Receipts will be issued for all contributions to the Council and shall be signed by a Board member.

The Board have the following additional powers:

- 11.7 Power to rent, take on lease, hire, purchase or otherwise acquire or sell, lease, surrender, exchange or mortgage or otherwise deal with any real or personal property or rights and privileges which the Board or the Council shall think necessary or expedient for the purpose of attaining the objects of the Council.
- 11.8 To borrow, receive and secure payment of money in such a manner as the Board or the Council shall see fit and in order to secure payment of any moneys so borrowed to give mortgages, charges, debentures, or liens upon all or any of the Council assets.
- 11.9 INCOME, BENEFIT OR ADVANTAGE
  - 11.9.1 Any income, benefit or advantage will be applied to the charitable purposes of the Council.
  - 11.9.2 No person associated with the Council may derive any income, benefit or advantage from the operation of the Council.
  - 11.9.3 This clause does not prevent a person from deriving income, benefit or advantage from the operation of the Council if such benefit is derived from professional services to the Council rendered in the course of business at no greater rates than current market rates.

For the avoidance of doubt, no person or member of the Council may take part in the deliberations or a decision over any transaction with the Council where that person or any persons associated may obtain an income, benefit or advantage.

## **12      SUB-COMMITTEE**

12.1      The Board may appoint sub-committees and may delegate any of its powers and duties, setting any terms or conditions of that delegation to such sub-committee.

12.2      The Board will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Board.

12.3      Board membership is not a requirement for appointment to a sub-committee.

## **13      INDEMNITY OF OFFICERS**

Board members and other officers (other than the person completing an assurance report on the books and accounts of (the Council)) shall be indemnified by the Council from and against all losses and expenses incurred by them in or about the discharge of their respective duties except as happens from such member's wilful dishonesty or breach of trust.

## **14      ALTERATION TO RULES**

Subject to the provisions of the Incorporated Societies Act 1908 the Rules of the Council may be altered, rescinded or added to by resolution carried by a two-thirds majority of any of the voting members present at any annual or special general meeting of the Council of which requisite notice as provided by these rules has been given. Provided however, that no alteration, repeal or amendment shall be permitted which would alter the charitable nature of the Council.

14.1      The Board will within one month register any such alteration, addition or rescission with the Registrar of Incorporated Societies and Charities Commission

## **15      AREA**

The area serviced by the Council shall be the same as is covered by the Dunedin City Council excluding the area covered by any other Council or similar network as may be agreed.

## **16      WINDING UP**

16.1      The Council may be wound up or dissolved in any of the ways provided in the Incorporated Societies Act 1908.

16.2      In the event of a winding up or dissolution of the Council, the Board shall call a Special General Meeting to decide how any surplus assets will be distributed to such community organisations within Dunedin as the members shall select.

16.3      If the Special General Meeting is unable to pass a resolution as to the disposal of surplus assets with the majority required by the provision of this Rule then the provision of Section 27 of the Incorporated Societies Act 1908 shall apply.

## **17      THE SEAL**

The Seal of the Council shall be held in the custody of the Secretary and shall be affixed in the presence of the Chairman, Secretary and one member of the Board to such documents as the Board may determine.